

U.S. Department of Justice  
Washington, DC 20530

OMB No. 1124-0002; Expires May 31, 2020

**Supplemental Statement**

**Pursuant to the Foreign Agents Registration Act of  
1938, as amended**

For Six Month Period Ending July 31, 2017

(Insert date)

**I - REGISTRANT**

1. (a) Name of Registrant

Cassidy & Associates, Inc.

(b) Registration No.

6272

(c) Business Address(es) of Registrant

700 Tenth St, NW, Suite 400  
Washington, DC 20001

2. Has there been a change in the information previously furnished in connection with the following?

(a) If an individual:

- |                           |                              |  |
|---------------------------|------------------------------|--|
| (1) Residence address(es) | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (2) Citizenship           | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| (3) Occupation            | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

(b) If an organization:

- |                          |   |  |
|--------------------------|---|--|
| (1) Name                 | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |
| (2) Ownership or control | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/>            |
| (3) Branch offices       | Yes <input type="checkbox"/>            | No <input checked="" type="checkbox"/> |

(c) Explain fully all changes, if any, indicated in Items (a) and (b) above.

Cassidy & Associates was purchased by the management team and is now owned by Cardinal Direction.

**IF THE REGISTRANT IS AN INDIVIDUAL, OMIT RESPONSE TO ITEMS 3, 4, AND 5(a).**

3. If you have previously filed Exhibit C<sup>1</sup>, state whether any changes therein have occurred during this 6 month reporting period.

Yes ☒ No ☐

If yes, have you filed an amendment to the Exhibit C? Yes ☐ No ☒

If no, please attach the required amendment.

<sup>1</sup> The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by laws of a registrant that is an organization. (A waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530.)

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4. (a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period?

Yes ☐ No ☒

If yes, furnish the following information:

Name	Position	Date Connection Ended
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(b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period?

Yes ☐ No ☒

If yes, furnish the following information:

Name	Residence Address	Citizenship	Position	Date Assumed
------	-------------------	-------------	----------	--------------

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5. (a) Has any person named in Item 4(b) rendered services directly in furtherance of the interests of any foreign principal?

Yes ☐ No ☒

If yes, identify each such person and describe the service rendered.

(b) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity? Yes ☐ No ☒

Name	Residence Address	Citizenship	Position	Date Assumed
------	-------------------	-------------	----------	--------------

(c) Have any employees or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Position or Connection	Date Terminated
------	------------------------	-----------------

(d) Have any employees or individuals, who have filed a short form registration statement, terminated their connection with any foreign principal during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name	Position or Connection	Foreign Principal	Date Terminated
------	------------------------	-------------------	-----------------

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6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(b) of the supplemental statement?

Yes ☒ No ☐

If no, list names of persons who have not filed the required statement.

Note: Due to technical difficulties with a prior filing, Short Form Registration Statement for Jesse Barba is being refiled with this Supplemental Statement.

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**II - FOREIGN PRINCIPAL**

7. Has your connection with any foreign principal ended during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Foreign Principal

Date of Termination

8. Have you acquired any new foreign principal(s)<sup>2</sup> during this 6 month reporting period? Yes ☐ No ☒

If yes, furnish the following information:

Name and Address of Foreign Principal(s)

Date Acquired

9. In addition to those named in Items 7 and 8, if any, list foreign principal(s)<sup>2</sup> whom you continued to represent during the 6 month reporting period.

The Arab Republic of Egypt

10. (a) Have you filed exhibits for the newly acquired foreign principal(s), if any, listed in Item 8?

Exhibit A<sup>3</sup> Yes ☐ No ☐

Exhibit B<sup>4</sup> Yes ☐ No ☐

If no, please attach the required exhibit.

- (b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes ☐ No ☒

If yes, have you filed an amendment to these exhibits? Yes ☐ No ☒

If no, please attach the required amendment.

<sup>2</sup> The term "foreign principal" includes, in addition to those defined in Section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a) (9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

<sup>3</sup> The Exhibit A, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal.

<sup>4</sup> The Exhibit B, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

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### III - ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, or 9 of this statement? Yes ☒ No ☐

If yes, identify each foreign principal and describe in full detail your activities and services:

We advised the foreign principal on government relations matters to assist them in promoting their strategic relationship with the United States. We identified key decision makers in the U.S. government who may impact U.S.-Egypt relations and facilitated meetings with those individuals.

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity<sup>5</sup> as defined below? Yes ☒ No ☐

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places of delivery, names of speakers and subject matter.

See attachment.

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits your foreign principal(s)? Yes ☐ No ☒

If yes, describe fully.

<sup>5</sup> "Political activity," as defined in Section 1(o) of the Act, means any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

**IV - FINANCIAL INFORMATION****14. (a) RECEIPTS-MONIES**

During this 6 month reporting period, have you received from any foreign principal named in Items 7, 8, or 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise? Yes ☒ No ☐

If no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies.<sup>6</sup>

Date	From Whom	Purpose	Amount
1/26/2017	The Arab Republic of Egypt	Contractual compensation	\$157,500.00
5/3/2017	The Arab Republic of Egypt	Contractual compensation	\$157,658.63
7/31/2017	The Arab Republic of Egypt	Contractual compensation	\$157,423.00

Total

**(b) RECEIPTS - FUNDRAISING CAMPAIGN**

During this 6 month reporting period, have you received, as part of a fundraising campaign<sup>7</sup>, any money on behalf of any foreign principal named in Items 7, 8, or 9 of this statement? Yes ☐ No ☒

If yes, have you filed an Exhibit D<sup>8</sup> to your registration? Yes ☐ No ☐

If yes, indicate the date the Exhibit D was filed. Date \_\_\_\_\_

**(c) RECEIPTS-THINGS OF VALUE**

During this 6 month reporting period, have you received any thing of value<sup>9</sup> other than money from any foreign principal named in Items 7, 8, or 9 of this statement, or from any other source, for or in the interests of any such foreign principal?

Yes ☐ No ☒

If yes, furnish the following information:

Foreign Principal	Date Received	Thing of Value	Purpose
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<sup>6, 7</sup> A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising campaign. (See Rule 201(e)).

<sup>8</sup> An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal.

<sup>9</sup> Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

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**15. (a) DISBURSEMENTS-MONIES**

During this 6 month reporting period, have you

(1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 7, 8, or 9 of this statement? Yes ☒ No ☐(2) transmitted monies to any such foreign principal? Yes ☐ No ☒

If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including monies transmitted, if any, to each foreign principal.

Date	To Whom	Purpose	Amount
See attachment	See attachment	See attachment	See attachment

---

**\$30,296.95****Total**

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**(b) DISBURSEMENTS-THINGS OF VALUE**

During this 6 month reporting period, have you disposed of anything of value<sup>10</sup> other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, or 9 of this statement?

Yes ☐No ☒

If yes, furnish the following information:

Date	Recipient	Foreign Principal	Thing of Value	Purpose
------	-----------	-------------------	----------------	---------

**(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS**

During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value<sup>11</sup> in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☒No ☐

If yes, furnish the following information:

Date	Amount or Thing of Value	Political Organization or Candidate	Location of Event
See attachment	See attachment	See attachment	See attachment

10, 11 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.

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## V - INFORMATIONAL MATERIALS

16. (a) During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials?<sup>12</sup>  
 Yes ☐ No ☒

If Yes, go to Item 17.

- (b) If you answered No to Item 16(a), do you disseminate any material in connection with your registration?  
 Yes ☐ No ☒

If Yes, please forward the materials disseminated during the six month period to the Registration Unit for review.

17. Identify each such foreign principal.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☒

If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:

- ☐ Radio or TV broadcasts ☐ Magazine or newspaper ☐ Motion picture films ☐ Letters or telegrams  
☐ Advertising campaigns ☐ Press releases ☐ Pamphlets or other publications ☐ Lectures or speeches  
☐ Other (specify) \_\_\_\_\_

## Electronic Communications

- ☐ Email  
☐ Website URL(s): \_\_\_\_\_  
☐ Social media websites URL(s): \_\_\_\_\_  
☐ Other (specify) \_\_\_\_\_

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:

- ☐ Public officials ☐ Newspapers ☐ Libraries  
☐ Legislators ☐ Editors ☐ Educational institutions  
☐ Government agencies ☐ Civic groups or associations ☐ Nationality groups  
☐ Other (specify) \_\_\_\_\_

21. What language was used in the informational materials:

- ☐ English ☐ Other (specify) \_\_\_\_\_

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes ☐ No ☐

23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act?  
 Yes ☐ No ☐

<sup>12</sup> The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.



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**VI - EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

28 August 2017

(Print or type name under each signature or provide electronic signature<sup>13</sup>)

Steven G. McKnight

Steven G. McKnight

Senior Vice-President & Counsel

<sup>13</sup> This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

**Cassidy & Associates**  
**Registration No. 6272**

**3. Amended Exhibit C Documents:**

- **Certificate of Amendment of Certificate of Incorporation**
- **State of Delaware Certificate of Good Standing**
- **Amended and Restated Bylaws**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RX MEDIA, INC.", CHANGING ITS NAME FROM "RX MEDIA, INC." TO "CASSIDY & ASSOCIATES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2008, AT 1:13 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3048187 8100

080368966

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6485030

DATE: 03-28-08

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:21 PM 03/28/2008  
FILED 01:13 PM 03/28/2008  
SRV 080368966 - 3048187 FILE

**CERTIFICATE OF AMENDMENT**

Pursuant to Section 242

OF

**CERTIFICATE OF INCORPORATION**

OF

**RX Media, Inc.**

It is hereby certified that:

FIRST: The name of the corporation (hereinafter called the Corporation") is RX Media, Inc.

SECOND: The certificate of incorporation of the corporation is hereby amended by striking out Article First thereof and substituting in lieu of said Article the following new Article FIRST:

"The name of the corporation (hereinafter called the "corporation") is Cassidy & Associates, Inc."

THIRD: The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 141(f) of the General Corporation Law of the State of Delaware.

Signed: March 28, 2008

/s/Nicholas J. Camera  
Nicholas J. Camera  
Vice President and Secretary

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "RX MEDIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

3048187 8100

991211123

AUTHENTICATION: 9771998

DATE: 05-27-99

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 05/26/1999  
001211122 - 3048157

**CERTIFICATE OF INCORPORATION**

**OF**

**RX Media, Inc.**

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purpose hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "corporation") is RX Media, Inc.

**SECOND:** The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 1013 Centre Road, City of Wilmington 19805, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one hundred, all of which are without par value. All such shares are of one class and are shares of Common Stock.

**FIFTH:** The name and the mailing address of the incorporator are as follows:

**NAME**

**MAILING ADDRESS**

Megan A. Hutchinson

1271 Avenue of the Americas  
New York, New York 10020

**SIXTH:** The corporation is to have perpetual existence.

**SEVENTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of § 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

**NINTH:** The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

**TENTH:** The corporation shall, to the fullest extent permitted by the provisions of § 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ELEVENTH:** From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.

Signed on May 26, 1999.

By: Megan A. Hutchinson  
Megan A. Hutchinson  
Incorporator

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "CASSIDY & ASSOCIATES, INC." IS DULY  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD  
STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS  
OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JUNE, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE  
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE  
BEEN PAID TO DATE.



3048187 8300

SR# 20174878637

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202753282

Date: 06-21-17



**AMENDED AND RESTATED BYLAWS**

**OF**

**CASSIDY & ASSOCIATES, INC.**

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**AMENDED AND RESTATED BYLAWS**

**OF**

**CASSIDY & ASSOCIATES, INC.**

**ARTICLE 1**

**OFFICES AND RECORDS**

**1.1 Registered Office and Resident Agent.** The location of the registered office and the name of the resident agent of Cassidy & Associates, Inc., a Delaware corporation (the "Corporation"), in the State of Delaware will be as stated in the Certificate of Incorporation of the Corporation, as amended from time to time (the "Certificate"), or as may be determined from time to time by resolution of the Board of Directors of the Corporation (the "Board") and on file in the appropriate public offices of the State of Delaware as provided by law.

**1.2 Other Corporate Offices.** The Corporation may conduct its business, carry on its operations, have other offices and exercise its powers within or outside of the State of Delaware as the Board may designate or the business of the Corporation may require.

**1.3 Books, Accounts and Records, and Inspection Rights.** The books, accounts and records of the Corporation, except as may be otherwise required by the laws of the State of Delaware, may be kept outside of the State of Delaware, at such place(s) as the Board may from time to time determine. Except as otherwise provided by law, the Board will determine whether, to what extent, and the conditions upon which the books, accounts and records of the Corporation will be open to the inspection of the stockholders of the Corporation.

**ARTICLE 2**

**MEETINGS OF STOCKHOLDERS**

**2.1 Place of Meetings; Remote Meetings.**

(a) **Place.** All meetings of the stockholders will be held at such place either within or outside the State of Delaware as may be designated from time to time by the Board and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

(b) **Remote Communication.** If the Board is authorized to determine the place of a meeting of stockholders, the Board, in its sole discretion, may determine that the meeting will not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 2.1(c).

(c) **Attendance By Electronic Communication.** If authorized by the Board, and subject to such guidelines and procedures as the Board may adopt, stockholders and proxy holders not physically present at a meeting of stockholders may, by means of remote communication, participate in a meeting of stockholders and be deemed present in person and vote at such meeting, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation implements reasonable efforts to verify that each person deemed present and permitted to vote at the meeting by means of remote

communication is a stockholder or proxy holder; (ii) the corporation implements reasonable measures to provide stockholders and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted by the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any stockholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action will be maintained by the Corporation.

**2.2 Annual Meetings.** Unless directors are elected by written consent in lieu of an annual meeting as provided in these Amended and Restated Bylaws (these "Bylaws"), an annual meeting of the stockholders will be held on such date and time as may be designated from time to time by the Board and stated in the notice of the meeting or in a duly executed waiver of notice thereof. At the annual meeting, the stockholders entitled to vote will elect directors and may also transact such other business as may be desired, whether or not the same was specified in the notice of the meeting, unless the consideration of such other business without its having been specified in the notice of the meeting as one of the purposes thereof is prohibited by law.

**2.3 Special Meetings.**

(a) **Purpose.** Special meetings of the stockholders may be held for any purpose(s) stated in the notice of the meeting, unless otherwise prohibited by law or by the Certificate. The business transacted at the special meeting will be confined to the purpose(s) stated in the notice, unless the transaction of other business is consented to by the holders of all of the outstanding shares of stock of the Corporation entitled to vote at the special meeting. The "call" and the "notice" of any such meeting will be deemed to be synonymous.

(b) **Who May Call.** A special meeting of the stockholders may be called by the Board, by the Chief Executive Officer, by the President, or by the holders of, or by any officer or stockholder upon the written request of the holders of, not less than twenty-five percent (25%) of the outstanding shares of stock of the Corporation entitled to vote at such meeting.

**2.4 Action Without a Meeting.**

(a) **Non-Unanimous Consent.** Unless otherwise provided in the Certificate or these Bylaws, any action required to be taken or any action that may be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and such consent or consents are delivered, by return receipt or by hand, to the Corporation, its registered agent, or to an officer or agent of the Corporation and filed with the minutes of proceedings of the stockholders.

(b) **Non-Unanimous Consent for Election of Director.** Notwithstanding Section 2.4(a), unless the Certificate otherwise provide, Stockholders may act by written consent to elect directors; except that, if such consent is less than unanimous, such action by written consent may be in lieu of holding an annual meeting only if all of the directorships to which directors could be

elected at an annual meeting held at the effective time of such action are vacant and are filled by such action.

(c) **Date of Signatures.** Every written consent will bear the date of signature of each stockholder who signs such consent or consents. No written consent will be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in compliance with Section 2.4(a), written consent(s) signed by a sufficient number of stockholders to take such action are delivered to the Corporation, its registered agent, or to an officer or agent of the Corporation.

(d) **Electronic Transmission.** A telegram, cablegram, or other electronic transmission consenting to an action to be taken and transmitted by a stockholder, proxy holder, or by a person or persons authorized to act for the stockholder or proxy holder, will be deemed to be written, signed and dated for purposes of this Section 2.4 provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder or proxy holder. The date on which the electronic transmission is transmitted will be deemed to be the date on which such consent or consents were signed, provided, however, that no electronic transmission will be deemed delivered until such transmission is reproduced in paper form and delivered in the manner provided in Section 2.4(a).

**2.5 Notice.** Written notice of each meeting of the stockholders, whether annual or special, which will state the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose(s) thereof, will be given to each stockholder entitled to vote at such meeting, either personally or by mail, not less than 10 days nor more than 60 days before the date of the meeting. If mailed, such notice will be deemed delivered when deposited in the United States mail, postage prepaid, directed to the stockholder at the stockholder's address as it appears on the records of the Corporation.

**2.6 Waiver of Notice.** Whenever any notice is required to be given to any stockholder under any law, the Certificate or these Bylaws, a written waiver, signed by the person entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance by a stockholder at a meeting will constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice or any waiver by electronic transmission unless so required by the Certificate or these Bylaws.

### **ARTICLE 3 QUORUM AND VOTING OF STOCK**

**3.1 Quorum.** The holders of a majority of the shares of stock of the Corporation entitled to vote, present in person or represented by proxy, will constitute a quorum (a

**"Quorum"**) at all meetings of the stockholders for the transaction of any business, except as otherwise provided by law, the Certificate or these Bylaws. If a Quorum is not present at a meeting of the stockholders, the holders of a majority of the stock present in person or represented by proxy at such meeting will have the power successively to adjourn the meeting from time to time to a specified time and place, without notice to anyone other than an announcement at the meeting at which such adjournment is taken, until a Quorum is present. At such adjourned meeting at which a Quorum is present, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after adjournment a new record date is fixed for the subsequent session of the adjourned meeting, a notice of the subsequent session of the adjourned meeting will be given to each stockholder entitled to vote at the meeting.

**3.2 Proxies.** Each stockholder entitled to a vote at a meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for such stockholder by written proxy signed by such stockholder, but no such proxy will be voted or acted upon after 3 years from its date, unless such proxy provides for a longer period.

**3.3 Voting.**

(a) **One Vote Per Share.** Unless otherwise provided in the Certificate, each stockholder entitled to vote will be entitled to one vote for each share of stock held and registered in such stockholder's name on the books of the Corporation. If the Certificate provide for more or less than one vote for any share on any matter, then every reference in these Bylaws to a vote by a majority or other proportion of stock will refer to such majority or other proportion of the votes of such stock on such matters as provided in the Certificate.

(b) **Shares Held by the Corporation.** No person may vote any shares of Corporation stock that at that time belong to the Corporation, or that at that time belong to an entity controlled by the Corporation.

(c) **Voting Otherwise Than by Written Ballot.** At all meetings of stockholders, the voting may be otherwise than by written ballot, except (i) that any stockholder entitled to vote may request a vote by written ballot on any matter, and (ii) if the Certificate does not permit the election of directors other than by written ballot, then in either such case the applicable vote will be by written ballot. If authorized by the Board, such requirement of a written ballot will be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder or proxy holder.

(d) **Stockholder Action.** In all matters submitted for approval, the affirmative vote of the holders of a majority of the shares of stock of the Corporation who are present in person or represented by proxy at a meeting at which a Quorum is present and who are entitled to vote on the subject matter will be the valid corporate act of the stockholders, except in those specific instances in which a larger vote is required by law, the Certificate or these Bylaws.

**3.4 Stock Ledger; Voting Rights of Fiduciaries, Pledgors and Joint Owners of Stock.**

(a) **Corporate Shares.** No person will be permitted to vote on any shares belonging or hypothecated to the Corporation.

(b) **Stock Ledger.** The stock ledger will be prima facie evidence as to who are the stockholders entitled to examine the list required by Section 3.5, or to vote in person or by proxy at any meeting of the stockholders. Only stockholders whose names are registered in the stock ledger will be entitled to be treated by the Corporation as the holders and owners in fact of the shares standing in their respective names, and the Corporation will not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not the Corporation has express or other notice thereof, except as expressly provided by the laws of the State of Delaware.

(c) **Voting Rights of Fiduciaries and Pledgors.** Persons holding stock in a fiduciary capacity will be entitled to vote the shares so held. Persons whose stock is pledged will be entitled to vote, unless in the transfer by the pledgor on the books of the Corporation the pledgor has expressly empowered the pledgee to vote thereon, in which case only the pledgee, or the pledgee's proxy, may represent such stock and vote thereon.

(d) **Voting Rights of Joint Owners of Stock.** If shares or other securities having voting power stand of record in the names of 2 or more persons, or if 2 or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, or as otherwise provided by the laws of the State of Delaware, their acts with respect to voting will have the following effect: (i) if only one votes, the act binds all; (ii) if more than one vote, the act of the majority so voting binds all; (iii) if more than one vote, but the vote is evenly split on any particular matter, each faction may vote the securities in question proportionally. If the instrument so filed shows that any such tenancy is held in unequal interests, a majority or even-split for the purpose of this subsection will be a majority or even-split in interest rather than in number.

**3.5 Stockholders' Lists.** The Secretary or an Assistant Secretary who has charge of the stock ledger of the Corporation will prepare and make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list will be open to the examination of any stockholder entitled to vote at such meeting, for any purpose germane to the meeting, for a period of at least 10 days prior to the meeting (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided in the notice of the meeting, or (b) during ordinary business hours at the Corporation's principal place of business. Such list will also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. If the meeting is to be held solely by remote communication, such list will be open to the examination of any stockholder during the whole time of the meeting by reasonably accessible electronic network. Failure to comply with this Section 3.5 will not affect the validity of any action taken at such meeting.



**3.6 Fixing of Date for Determination of Stockholders of Record.** The Board may, by resolution, fix in advance a date as the record date for the purpose of determining stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment/postponement thereof, or stockholders entitled to receive payment of any dividend or the allotment of any rights, or in order to make a determination of stockholders for any other purposes (other than determining stockholders entitled to consent to action by stockholders proposed to be taken without a meeting of stockholders). Such date, in any case, will not be more than 60 days and not less than 10 days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, such date will be at the close of business on the day on which notice of the meeting is mailed or the date on which the resolution of the Board declaring such dividend is adopted, as the case may be, and will be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section 3.6, such determination will apply to any adjournment/postponement thereof except where the determination has been made through the closing of the stock transfer records and the stated period of closing has expired.

#### **ARTICLE 4 BOARD OF DIRECTORS**

**4.1 Number, Qualification; Term.** Unless and until changed by the Board as hereinafter provided, the number of directors to constitute the Board will be one (1). The number of directors constituting the Board may be changed from time to time and at any time by a resolution adopted by a majority of the whole Board. Directors, each of whom must be a natural person, need not be stockholders. Each director will hold office until a successor is elected and qualified or until such director's earlier resignation or removal.

**4.2 Powers of the Board.** The business and affairs of the Corporation will be managed by and under the direction of the Board. In addition to the powers and authorities by these Bylaws and the Certificate expressly conferred upon it, the Board may exercise all such powers of the Corporation, and do all such lawful acts and things, as are not by statute or by the Certificate or by these Bylaws directed or required to be exercised or done by the stockholders.

**4.3 Acceptance of Director.** Each director, upon election, will qualify by accepting the office of director, and such director's attendance at, or written approval of the minutes of, any meeting of the Board subsequent to the director's election will constitute acceptance of such office by such director; or the director may accept the office of director by executing a separate written acceptance, which will be placed in the minute book.

**4.4 Meetings; Notice.** Except as otherwise provided below, the Board may hold its meetings within or outside the State of Delaware.

(a) **Annual Meeting.** The first meeting of each newly elected Board will be held (i) immediately following and at the same place as the annual meeting of the stockholders at which such Board was elected, and no notice of such meeting will be necessary, provided a quorum is present, (ii) at such time and place as consented to in writing by all of the newly elected

directors, or (iii) upon notice of such meeting as provided for in Section 4.4(c), except that such notice need not state the purpose(s) of the meeting.

(b) Regular Meetings. Regular meetings of the Board may be held without notice at such times and places as adopted by written consent of all directors. Any business may be transacted at any regular meeting.

(c) Special Meetings. Special meetings of the Board may be called by the Chief Executive Officer or the President. Special meetings will be held at the place, day and hour specified in the written notice of the meeting which notice will also state the purpose(s) thereof. Such notice will be mailed to each director at the director's residence or usual place of business at least three (3) days before the day on which the meeting is to be held, or sent to the director by confirmed facsimile transmission, confirmed electronic mail or delivered personally to the director, at least two (2) days before the day on which the meeting is to be held. If mailed, such notice will be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the director at his residence or usual place of business. If given by facsimile transmission or electronic mail, such notice will be deemed delivered when received. The notice may be given by any person having authority to call the meeting. "Notice" and "call" with respect to such meetings will be deemed to be synonymous.

(d) Waiver of Notice. Whenever any notice is required to be given to any director under any law, the Certificate or these Bylaws, a written waiver thereof, signed by the director entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to notice. Attendance by a director at a meeting will constitute a waiver of notice of such meeting, except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice unless so required by the Certificate or these Bylaws.

(e) Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Certificate or these Bylaws, the directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner will constitute presence in person at such meeting.

(f) Action Without a Meeting. Unless otherwise restricted by the Certificate or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent will be filed with the minutes of proceedings of the Board.

**4.5 Quorum; Voting Requirements.** Unless a greater number is required by the Certificate or these Bylaws, a majority of the total number of directors will constitute a quorum for the transaction of business and the vote of the majority of the directors present at a meeting at which a quorum is present will be the valid corporate act of the Board.

**4.6 Vacancies and Newly Created Directorships.** Unless otherwise provided in the Certificate or these Bylaws, vacancies and newly created directorships resulting from any increase in the authorized number of directors to constitute the Board may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and the directors so chosen will hold office until the next annual election of directors by the stockholders at which such director's successor is duly elected and qualified, or until such director's earlier resignation or removal. If, at any time, by reason of death, resignation or other cause, the Corporation should have no directors in office, then any receiver, officer or any stockholder or an executor, administrator, trustee or guardian of a stockholder, or other fiduciary entrusted with like responsibility for the person or estate of a stockholder, may call a special meeting of stockholders in accordance with the provisions of the Certificate or these Bylaws, or as otherwise provided by law for such election.

**4.7 Committees.**

(a) **Designation.** The Board may designate one or more committees of the Board. Each committee will consist of one or more designated directors.

(b) **Absence; Disqualification.** The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

(c) **Powers; Limitation.** Any such committee, to the extent provided in the resolution of the Board or in these Bylaws, will have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Corporation; but no such committee will have the power or authority of the Board with respect to (i) approving or adopting, or recommending to the stockholders of the Corporation, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval; or (ii) adopting, amending or repealing these Bylaws.

(d) **Recordkeeping.** All committees so appointed will, unless otherwise provided by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

(e) **Meetings By Conference Telephone or Similar Communications Equipment.** Unless otherwise restricted by the Certificate or these Bylaws, members of any committee designated by the Board may participate in a meeting of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner will constitute presence in person at such meeting.

(f) **Committee Action Without a Meeting.** Unless otherwise restricted by the Certificate or these Bylaws, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all members of such committee consent thereto in writing or by electronic transmission. Any such writing or electronic transmission will be filed with the minutes of proceedings of such committee.

**4.8 Compensation.** Unless otherwise restricted by the Certificate or these Bylaws, the Board will have the authority to fix the compensation, if any, of the directors for serving as directors of the Corporation and may, by resolution, fix a sum that will be allowed and paid for attendance at each meeting of the Board and may provide for reimbursement of expenses incurred by directors in attending each meeting; provided that nothing herein contained will be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of committees may be allowed similar compensation for attending committee meetings.

**4.9 Resignations.** Any director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation will take effect at the time specified therein or will take effect upon receipt thereof by the Corporation if no time is specified therein, and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

**4.10 Reliance on Records.** A director, or a member of any committee designated by the Board, will be fully protected in the performance of such director's or committee member's duties in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board, or by any other person as to matters such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

**4.11 Removal of Directors by Stockholders.** The stockholders may, by a vote of the holders of a majority of the outstanding shares then entitled to vote, to remove any director or directors from office with or without cause.

## **ARTICLE 5 OFFICERS**

### **5.1 Designations.**

(a) **Authorized Officers.** The Corporation will have a Chief Executive Officer, an Executive Chairman, a Chief Operating Officer, and a President, and may also have the following officers: one or more Vice Presidents, a Secretary, a Treasurer, one or more Assistant Secretaries and one or more Assistant Treasurers, each with such duties as are stated in this Article 5 or by resolution of the Board which is not inconsistent with these Bylaws. The Board will elect a Chief Executive Officer, an Executive Chairman, a Chief Operating Officer, and a President at its annual meeting. The Board then, or from time to time, may elect one or more of the other officers as it may deem advisable, and may further identify or describe the duties of any one or more of the officers of the Corporation.

(b) Qualification of Officers. Officers of the Corporation need not be members of the Board. Any number of offices may be held by the same person.

(c) Acceptance of Office. An officer will be deemed qualified when the officer enters upon the duties of the office to which the officer has been elected or appointed and furnishes any bond required by the Board; but the Board may also require a written acceptance and promise to faithfully discharge the duties of such office.

(d) Failure to Elect Officers. A failure to elect the Corporation's officers in accordance with these Bylaws will not dissolve or otherwise affect the Corporation.

**5.2 Term of Office.** Each officer will hold office at the pleasure of the Board or for such other period as the Board may specify at the time of such officer's election or appointment, or until the death, resignation or removal of such officer, whichever first occurs. In any event, each officer of the Corporation who is not reelected or reappointed at the annual election of officers by the Board next succeeding his or her election or appointment will be deemed to have been removed by the Board, unless the Board provides otherwise at the time of such officer's election or appointment.

**5.3 Other Agents.** The Board from time to time may also appoint such other agents for the Corporation as the Board may deem necessary or advisable. Each such agent will serve at the pleasure of the Board or for such period as the Board may specify, and will exercise such powers, have such titles and perform such duties as may be determined from time to time by the Board or by an officer empowered by these Bylaws or the Board to make such determinations.

**5.4 Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever in the Board's judgment the best interests of the Corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

**5.5 Salaries and Compensation.** Salaries and compensation, if any, of all elected officers of the Corporation may be fixed, increased or decreased by the Board, but this power, may, unless prohibited by law, be delegated by the Board to the Chief Executive Officer or the President, or may be delegated to a committee of the Board. Salaries and compensation, if any, of all other officers, agents and employees of the Corporation may be fixed, increased or decreased by the Board, but until action is taken with respect thereto by the Board, the same may be fixed, increased or decreased by the Chief Executive Officer or such other officer or officers as may be empowered by the Board to do so.

**5.6 Delegation of Authority to Hire, Discharge and Designate Duties.** The Board from time to time may delegate to the Chief Executive Officer or other officer or executive employee of the Corporation, authority to hire and discharge and to fix and modify the duties and salary or other compensation of employees of the Corporation under the jurisdiction of such person, and the Board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the Corporation the services of attorneys, accountants and other professionals and experts.

**5.7 Chief Executive Officer.**

(a) Duties. Unless the Board otherwise provides, the Chief Executive Officer will be the chief executive officer of the Corporation with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the Chief Executive Officer will carry into effect all directions and resolutions of the Board. The Chief Executive Officer will preside at all meetings of the stockholders and directors.

(b) Execute Documents. The Chief Executive Officer may execute all bonds, notes, debentures, mortgages and other instruments for and in the name of the Corporation, and may execute all other instruments and documents for and in the name of the Corporation.

(c) Vote Securities. Unless the Board otherwise provides, the Chief Executive Officer, or any person designated in writing by the Chief Executive Officer, will have full power and authority on behalf of the Corporation to (i) attend and to vote or take action at any meeting of the holders of securities of corporations or other entities in which the Corporation may hold securities, and at such meetings will possess and may exercise any and all rights and powers incident to being a holder of such securities, and (ii) execute and deliver waivers of notice and proxies for and in the name of the Corporation with respect to any securities held by the Corporation.

(d) Member of Committees. The Chief Executive Officer will, unless the Board otherwise provides, be ex officio a member of all standing committees.

(e) Other Duties. The Chief Executive Officer will have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

**5.8 Executive Chairman and Chief Operating Officer.** The Executive Chairman will perform such duties and have such authority as the Board may from time to time prescribe. The Chief Operating Officer will perform such duties and have such authority as the Board may from time to time prescribe. In the absence or disability of the Chief Executive Officer or the President or in the event of the Chief Executive Officer's or the President's inability to act, the Executive Chairman and the Chief Operating Officer may perform the duties and exercise the powers of the Chief Executive Officer or President until the Board otherwise provides.

**5.9 President and Vice Presidents.** In the absence or disability of the Chief Executive Officer or in the event of the Chief Executive Officer's inability to act, the President may perform the duties and exercise the powers of the Chief Executive Officer until the Board otherwise provides. The President will perform such other duties and have such other authority as the Board may from time to time prescribe. In the absence or disability of the Chief Executive Officer or the President or in the event of the Chief Executive Officer's or the President's inability to act, any Vice President may perform the duties and exercise the powers of the Chief Executive Officer or President until the Board otherwise provides. Vice Presidents will perform such other duties and have such other authority as the Board may from time to time prescribe.

**5.10 Secretary and Assistant Secretaries.**

(a) Keep Minutes. The Secretary will attend all meetings of the Board and the stockholders and will record the minutes of such meetings in a book to be kept for that purpose.

The Secretary will perform similar duties for each standing or temporary committee when requested by the Board or such committee.

(b) Duties. The Secretary will have the general duties, powers and responsibilities of a secretary of a corporation and will perform such other duties and have such other responsibility and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board or the chief executive officer of the Corporation, under whose direct supervision the Secretary will be.

(c) Absence of Secretary. In the absence or disability of the Secretary or in the event of the inability or refusal of the Secretary to act, any Assistant Secretary or other elected officer may perform the duties and exercise the powers of the Secretary until the Board otherwise provides. Assistant Secretaries will perform such other duties and have such other authority as the Board may from time to time prescribe.

#### **5.11 Treasurer and Assistant Treasurers.**

(a) Safekeeping of Funds. The Treasurer will have responsibility for the safekeeping of the funds and securities of the Corporation, will keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and will keep or cause to be kept all other books of account and accounting records of the Corporation. The Treasurer will deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board or by any officer of the Corporation to whom such authority has been granted by the Board.

(b) Disbursal of Funds. The Treasurer will disburse, or permit to be disbursed, the funds of the Corporation as may be ordered, or authorized generally, by the Board, and will render to the chief executive officer of the Corporation and the directors, whenever they may require, an account of all such transactions as Treasurer, and of those under the Treasurer's jurisdiction, and of the financial condition of the Corporation.

(c) Chief Financial Officer; Other Duties. The Treasurer will have the general duties, powers, responsibilities and authorities of a treasurer of a corporation and will, unless otherwise provided by the Board, be the chief financial and accounting officer of the Corporation. The Treasurer will perform such other duties and will have such other responsibility and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

(d) Bond. If required by the Board, the Treasurer will give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of the Treasurer and for the restoration to the Corporation, in the case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the such Treasurer's possession or under his control that belongs to the Corporation.

(e) Absence of Treasurer. In the absence or disability of the Treasurer or in the event of the Treasurer's inability or refusal to act, any Assistant Treasurer or other elected officer may perform the duties and exercise the powers of the Treasurer until the Board otherwise provides.

Assistant Treasurers will perform such other duties and have such other authority as the Board may from time to time prescribe.

**5.12 Duties of Officers May Be Delegated.** If any officer of the Corporation is absent or unable to act, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the Corporation or other responsible person.

## **ARTICLE 6 INDEMNIFICATION**

**6.1 Limitation of Liability.** No person will be liable to the Corporation or the stockholders for any loss, damage, liability or expense suffered by the Corporation on account of any action taken or omitted to be taken by such person as a director, employee, agent or officer of the Corporation or of any Other Enterprise (as hereinafter defined) for which such person serves or has served as a director, employee, agent or officer at the request of the Corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the Corporation, or for such Other Enterprise, or upon statements made or information furnished by directors, officers, employees or agents of the Corporation, or of such Other Enterprise, which such person had no reasonable grounds to disbelieve.

**6.2 Indemnification Generally.** In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in the other sections of this Article 6, the Corporation will indemnify and advance expenses to each person who is or was a director, employee, agent or officer of the Corporation, or is or was serving at the request of the Corporation as a director, employee, agent or officer of any Other Enterprise, to the full extent permitted by the laws of the State of Delaware as in effect on the date of the adoption of these Bylaws and as may hereafter be amended.

**6.3 Indemnification in Actions by Third Parties.** The Corporation will indemnify each person who has been or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, employee, agent or officer of the Corporation, or is or was serving at the request of the Corporation as a director, employee, agent or officer of any Other Enterprise, against all liabilities and expenses, including, without limitation, judgments, fines, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the Corporation using the procedures set forth in Article 6 of these Bylaws, which approval may not be unreasonably withheld or delayed), attorneys' fees, ERISA excise taxes or penalties, and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including, without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or



proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that the Corporation will not be required to indemnify or advance expenses to any such person or persons seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person or persons (including, without limitation, any crossclaim or counterclaim initiated by such person or persons) unless the initiation of such action, suit or proceeding was authorized by the Board. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of *nolo contendere* or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner that such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

**6.4 Indemnification in Derivative Actions.** The Corporation will indemnify each person who has been or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, employee, agent or officer of the Corporation or is or was serving at the Corporation's request as a director, employee, agent or officer of any Other Enterprise against all expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding (including, without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification under this Section 6.4 will be made in respect of any claim, issue or matter as to which such person is adjudged to be liable to the Corporation unless and only to the extent that the court in which the action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that such court may deem proper.

**6.5 Indemnification for Expenses.** Notwithstanding the other provisions of this Article 6, to the extent a person who is or was serving as a director, employee, agent or officer of the Corporation, or is or was serving at the request of the Corporation as a director, employee, agent or officer of any Other Enterprise, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.3 and 6.4 of these Bylaws (including the dismissal of any such action, suit or proceeding without prejudice), or in defense of any claim, issue or matter therein, such person will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**6.6 Determination of Right to Indemnification.** Prior to indemnifying a person pursuant to the provisions of Sections 6.2, 6.3 and 6.4 of these Bylaws, unless ordered by a court and except as otherwise provided by Section 6.5 of these Bylaws, the Corporation will determine that such person has met the specified standard of conduct entitling such person to indemnification as set forth under Sections 6.2, 6.3 and 6.4 of these Bylaws. Any determination that a person will or will not be indemnified under the provisions of Sections 6.2, 6.3 and 6.4 of these Bylaws may be made (i) by a majority vote of the directors who were not parties to such actions, suit or proceeding, even though less than a quorum; (ii) by a committee of such directors

designated by a majority vote of such directors, even though less than a quorum; (iii) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion; or (iv) by the stockholders, and such determination will be final and binding upon the Corporation; provided, however, that in the event such determination is adverse to the person or persons to be indemnified hereunder, such person or persons will have the right to maintain an action in any court of competent jurisdiction against the Corporation to determine whether or not such person has met the requisite standard of conduct and is entitled to such indemnification hereunder. If such court action is successful and the person or persons is determined to be entitled to such indemnification, such person or persons will be reimbursed by the Corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including, without limitation, the investigation, defense, settlement or appeal of such action).

**6.7 Advancement of Expenses.** Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to indemnification by the Corporation. Notwithstanding the foregoing, no advance will be made by the Corporation if a determination is reasonably and promptly made by the person or body entitled to determine the right to indemnification pursuant to Section 6.6, that, based upon the facts known to the Board, independent legal counsel or stockholders at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe such person's conduct was unlawful. In no event will any advancement of expenses be made in instances where the Board, independent legal counsel or stockholders reasonably determines that such person intentionally breached such person's duty to the Corporation or the stockholders.

**6.8 Non-Exclusivity.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 6 will not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, the Certificate, these Bylaws, agreement, vote of stockholders or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and will not limit in any way any right that the Corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 6 will continue as to a person who has ceased to be a director or officer and will inure to the benefit of the heirs, executors, administrators and estate of such a person.

**6.9 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of

such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article 6.

**6.10 Vesting of Rights.** The rights granted by this Article 6 will be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's acceptance of such person's election or appointment as a director, employee, agent or officer of the Corporation or serving at the request of the Corporation as a director, employee, agent or officer of any Other Enterprise and while this Article 6 may be amended or repealed, no such amendment or repeal will release, terminate, or adversely affect the rights of such person under this Article 6 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed after such amendment or repeal.

**6.11 Definitions.** For purposes of this Article 6, references to:

(a) "the Corporation" will, if and only if the Board determines, include, in addition to the resulting Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director or officer of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of any Other Enterprise, will stand in the same position under the provisions of this Article 6 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(b) "Other Enterprise" includes, without limitation, any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(c) "Director or officer of any Other Enterprise" includes, without limitation, any person performing similar functions with respect to such Other Enterprise, whether incorporated or unincorporated.

(d) "fines" includes any excise taxes assessed against a person with respect to an employee benefit plan;

(e) "defense" includes investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and any defensive assertion of a cross claim or counterclaim; and

(f) "serving at the request of the Corporation" includes, without limitation, any service as a director, employee, agent or officer of the Corporation that imposes duties on, or involves services by, such director, employee, agent or officer with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan will be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article 6. In all other instances where any person serves as a director, employee, agent or officer of an Other Enterprise, if it is not

otherwise established that such person is or was serving as such director, employee, agent or officer at the request of the Corporation, the Board will determine whether such person is or was serving at the request of the Corporation, and it will not be necessary to show any prior request for such service, which determination will be final and binding on the Corporation and the person seeking indemnification.

**6.12 Severability.** If any provision of this Article 6 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Article 6 and the application of such provisions to other persons or circumstances will not be affected thereby and, to the fullest extent possible, the court finding such provision invalid, illegal or unenforceable will modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any director, employee, agent or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director, employee, agent or officer of any Other Enterprise, is entitled under any provision of this Article 6 to indemnification by the Corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, ERISA excise taxes or penalties, fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including, without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, the Corporation will nevertheless indemnify such person for the portion thereof to which such person is entitled.

## **ARTICLE 7 STOCK**

**7.1 Certificates Representing Shares.** Each stockholder will be entitled to receive a certificate, signed by the Chief Executive Officer, President or a Vice President, and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Corporation, representing the number of shares owned by such stockholder and registered in the stockholder's name. Such certificates will be issued in numerical order. To the extent permitted by law, any or all of the signatures on the certificate may be a facsimile. In the event that any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate ceases to be such officer, transfer agent or registrar before such certificate is issued, such certificate may nevertheless be issued by the Corporation with the same effect as if such officer, transfer agent or registrar who signed such certificate, or whose facsimile signature was placed thereon, were such officer, transfer agent or registrar of the Corporation at the date of issue. The Corporation will not have the power to issue a certificate in bearer form.

**7.2 Transfers of Stock.** Transfers of stock will be made only upon the stock transfer books of the Corporation, and before a new certificate is issued the old certificate will be surrendered for cancellation, subject to the provisions of Section 7.5. Until and unless the Board appoints some other person, firm or corporation as its transfer agent (and upon the revocation of any such appointment, thereafter until a new appointment is similarly made), the Secretary of the Corporation will be the transfer agent of the Corporation without the necessity of any formal

action of the Board, and the Secretary, or any person designated by the Secretary, will perform all of the duties of such transfer agent.

**7.3 Record Date.**

(a) Stockholders' Meetings. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of the stockholders or any adjournment thereof, the Board may fix a record date, which record date will not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date may not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders will be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders entitled to notice of or to vote at a meeting of stockholders will apply to any adjournment of the meeting except that the Board may fix a new record date for the adjourned meeting.

(b) Stockholders' Action Without a Meeting. In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date which record date may not precede the date upon which the resolution fixing the record date is adopted by the Board, which date may not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board, and which date will be effective for no more than 60 days after such record date. If no record date has been fixed by the Board, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by any statute, the Certificate or these Bylaws, will be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded, and which date will be effective for 60 days after such record date. Delivery made to the Corporation's registered office may be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board and prior action by the Board is required by any statute, the Certificate or these Bylaws, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting will be at the close of business on the day on which the Board adopts the resolution taking such prior action, and such date will be effective for 60 days after such record date.

(c) Dividends and Other Distributions. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board may fix a record date, which record date may not precede the date upon which the resolution fixing the record date is adopted, and which record date may not be more than 60 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose will be at the close of business on the day on which the Board adopts the resolution relating thereto.

**7.4 Regulations.** The Board will have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer, conversion and registration of certificates for shares of stock of the Corporation, not inconsistent with the laws of the State of Delaware, the Certificate or these Bylaws.

**7.5 Lost Certificates.** The Board may direct that a new certificate or certificates of stock or uncertificated shares be issued in place of any certificate or certificates theretofore issued by the Corporation, alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate or certificates to be lost, stolen or destroyed. When authorizing the issue of such replacement certificate or certificates of stock or uncertificated shares, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such allegedly lost, stolen or destroyed certificate or certificates, or such owner's legal representative, to give the Corporation a bond as the Board may direct sufficient to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of the certificate or certificates or the issuance of such new certificate or certificates or uncertificated shares.

## **ARTICLE 8 CORPORATE FINANCE**

**8.1 Dividends; Redemption.** Subject to the Certificate and the laws of the State of Delaware, the Board may declare and pay dividends upon the outstanding shares of stock of the Corporation at any meeting, which dividends may be paid in cash, in property or in shares of the Corporation's capital stock, and may cause the Corporation to purchase or redeem any of its outstanding shares of stock. A director or a member of any committee designated by the Board will be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board, or by any other person as to matters the director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation, as to the value and amount of the assets, liabilities or net profits, of the Corporation, or both, or any other facts pertinent to the existence and amount of net profits, surplus or other funds from which dividends may properly be declared and paid, or with which the Corporation's stock may properly be purchased or redeemed.

**8.2 Creation of Reserves.** The Board may set apart out of any of the funds of the Corporation available for dividends or otherwise a reserve or reserves for any proper purpose and may abolish any such reserve.

**8.3 Depositories; Checks.** The moneys of the Corporation will be deposited in the name of the Corporation in such bank or banks or other depositories as the Board may designate, and all checks or instruments for the payment of money will be signed by persons designated by resolution adopted by the Board. Notwithstanding the foregoing, the Board by resolution may authorize an officer or officers of the Corporation to designate any bank or banks or other depositories in which moneys of the Corporation may be deposited, and to designate the persons who may sign checks or drafts on any particular account or accounts of the Corporation, whether created by direct designation of the Board or by an authorized officer or officers as aforesaid.

**ARTICLE 9  
GENERAL PROVISIONS**

**9.1 Fiscal Year.** The Board will have power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board, the fiscal year of the Corporation will end December 31st of each year.

**9.2 Corporate Seal.** The Corporation will not have a corporate seal.

**9.3 Contracts.** The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument or document for, and in the name of, the Corporation, and such authority may be general or confined to specific instances.

**9.4 Amendments.** These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, only in the manner provided in the Certificate.

**9.5 Amendments.** These Bylaws may be altered, amended or repealed or new Bylaws may be adopted only in the manner provided in the Certificate.

**9.6 Stockholders Agreement.** In the event the Corporation and its stockholders enter into a stockholders agreement, the provisions of such agreement will supersede and control over any contrary provisions of these Bylaws.

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Cassidy & Associates  
Registration No. 6272

Attachment  
Question 12

Client: The Arab Republic of Egypt

Date of Contact	Type of Contact	Individuals Contacted (Including position)	Subject of Contact
1/26/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	U.S. Egyptian relations
2/7/17	Email	Paul Rademacher, Congressional Affairs, State Department	Egyptian Foreign Minister call
2/7/17	Email	Rob Wasinger, Congressional Affairs, State Department	Egyptian Foreign Minister call
2/7/17	Call	Paul Rademacher, Congressional Affairs, State Department	U.S. Egyptian relations
2/7/17	Email	Margaret Peterlin, Chief of Staff, Secretary of State Tillerson	Egyptian Foreign Minister call
2/7/17	Meeting	Will Todd, Professional Staff Member, Senate Appropriations Committee	U.S. - Egyptian relations
2/8/17	Email	Margaret Peterlin, Chief of Staff, Secretary of State Tillerson	Egyptian Foreign Minister call
2/9/17	Email	Emily Eng, Scheduler, Secretary of State Tillerson	Egyptian Foreign Minister call



2/10/17	Call	Paul Rademacher, Congressional Affairs, State Department	U.S. Egyptian relations
2/10/17	Email	Emily Eng, Scheduler, Secretary of State Tillerson	Egyptian Foreign Minister call
2/15/17	Email	Monica Popp, Chief of Staff, Senator Majority Whip John Cornyn	Meeting request
2/16/17	Meeting	Monica Popp, Chief of Staff, Senator Majority Whip John Cornyn	U.S.-Egyptian relations
2/16/17	Email	Oliver John, Deputy Director, Egypt Desk, State Department	Meeting request
2/17/17	Email	Sam Leahy, Legislative Assistant, Senator Cruz	Meeting request
2/23/17	Meeting	Steve Chartan, Legislative Director, Senator Ted Cruz	Meeting request
2/23/17	Email	Sam Leahy, Legislative Assistant, Senator Cruz	Meeting request
2/24/17	Email	David Kinzler, Professional Staff Member, Senate Foreign Relations Committee	Meeting request
3/1/17	Meeting	David Kinzler, Professional Staff Member, Senate Foreign Relations Committee	U.S.-Egyptian relations, S. 68
3/6/17	Meeting	Sam Leahy, Legislative Assistant, Senator Cruz	U.S.-Egyptian relations, S. 68
3/7/17	Email	Oliver John, Deputy Director, Egypt Desk, State Department	Meeting request

3/9/17	Meeting	Oliver John, Deputy Director, Egypt Desk, State Department	U.S.-Egyptian relations
3/22/17	Email	Tom Hawkins, National Security Advisor, Majority Leader Mitch McConnell	Meeting request
3/24/17	Meeting	Tom Hawkins, National Security Advisor, Majority Leader Mitch McConnell	U.S.-Egyptian relations
3/30/17	Call	Paul Rademacher, Congressional Affairs, State Department	U.S.-Egyptian relations
4/4/17	Email	Joe Donoghue, Legislative Director, Senator John McCain	U.S.-Egyptian relations
4/4/17	Email	Elizabeth O'Bagy, Legislative Assistant, Senator John McCain	Meeting request
4/5/17	Email	Paul Rademacher, Congressional Affairs, State Department	MECEA/Egypt
4/6/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Call request
4/6/17	Email	Richard Perry, Chief of Staff, Senator Lindsey Graham	Call request
4/7/17	Call	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Egypt hearing
4/19/17	Email	Veronica Wong, Chief of Staff, Representative Darrell Issa	Meeting request
4/19/17	Email	Megan Bell, Chief of Staff, Representative Hal Rogers	Meeting Request

4/19/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Meeting request
4/24/17	Email	Alex Shively, Chief of Staff, Representative Peter Rothfus	Meeting request
4/19/17	Email	Paul Grove, Chief Clerk, Senate Approps, State, Foreign Operations Subcommittee	Meeting request
4/20/17	Email	Paul Grove, Chief Clerk, Senate Approps, State, Foreign Operations Subcommittee	Egypt hearing
4/21/17	Email	Paul Grove, Chief Clerk, Senate Approps, State, Foreign Operations Subcommittee	Egypt hearing
4/21/17	Call	Paul Grove, Chief Clerk, Senate Approps, State, Foreign Operations Subcommittee	Egypt hearing
4/21/17	Email	Chelsea Cuellar, Legislative Assistant, Congressman Darrell Issa	Meeting request
4/20/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Egypt hearing
4/27/17	Meeting	Alex Shively, Chief of Staff, Representative Peter Rothfus	U.S.- Egyptian relations
5/4/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Meeting request
5/4/17	Email	Paul Grove, Chief Clerk, Senate Approps, State, Foreign Operations Subcommittee	Meeting request
5/5/17	Meeting	Alex Shively, Chief of Staff, Representative Peter Rothfus	MECEA - Egypt

5/8/17	Email	Matt Runkunas, Legislative Director, Senator Lindsey Graham	Meeting request
5/9/17	Email	Doug Coutts, Chief of Staff, Senator Tom Cotton	Meeting request
5/8/17	Email	Paul Grove, Chief Clerk, Senate Appropriations, State, Foreign Operations Subcommittee	Meeting request
5/15/17	Email	Elizabeth O'Bagy, Legislative Assistant, Senator John McCain	Meeting request
5/17/17	Meeting	Elizabeth O'Bagy, Legislative Assistant, Senator John McCain	U.S.-Egyptian relations
5/22/17	Email	Tom Hawkins, National Security Advisor, Majority Leader Mitch McConnell	Meeting request
5/24/17	Email	Oliver John, Deputy Director, Egypt Desk, State Department	Egypt Parliament delegation visit
5/24/17	Email	Rick Dearborn, Deputy Chief of Staff to POTUS	Egypt Parliament delegation visit
5/25/17	Email	David Kinzler, Professional Staff Member, Senate Foreign Relations Committee	Egypt Parliament delegation visit
5/25/17	Email	Sam Leahy, Legislative Assistant, Senator Cruz	Egypt Parliament delegation visit
5/25/17	Email	Megan Bell, Chief of Staff, Representative Hal Rogers	Egypt Parliament delegation visit
5/25/17	Email	Natasha Hickman, Legislative Director, Senator Richard Burr	Egypt Parliament delegation visit

5/25/17	Call	Natasha Hickman, Legislative Director, Senator Richard Burr	U.S.-Egypt relations
5/25/17	Email	Elizabeth O'Bagy, Legislative Assistant, Senator John McCain	Egypt Parliament delegation visit
5/25/17	Email	Doug Coutts, Chief of Staff, Senator Tom Cotton	Egypt Parliament delegation visit
5/25/17	Email	Paul Behrends, Staff Director, House Appropriations Subcommittee on Europe, Eurasia, and Emerging Threats	Egypt Parliament delegation visit
5/25/17	Email	Alex Shively, Chief of Staff, Representative Peter Rothfus	Egypt Parliament delegation visit
5/25/17	Email	Todd Womack, Chief of Staff, Senator Bob Corker	Egypt Parliament delegation visit
5/25/17	Email	Oliver John, Deputy Director, Egypt Desk, State Department	Egypt Parliament delegation visit
5/25/17	Email	Ryan Canfield, Legislative Director, Congressman Hal Rogers	Egypt Parliament delegation visit
5/25/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Egypt Parliament delegation visit
5/25/17	Email	Paige Kerr, Scheduler, Senator John Cornyn	Egypt Parliament delegation visit
5/25/17	Email	Blair Roter, Legislative Assistant, Representative Ed Royce	Egypt Parliament delegation visit
5/25/17	Email	Lisa Goetz, Chief of Staff, Senator Joni Ernst	Egypt Parliament delegation visit

6/2/17	Email	Oliver John, Deputy Director, Egypt Desk, State Department	Egypt Parliament delegation visit
6/7/17	Email	Oliver John, Deputy Director, Egypt Desk, State Department	Egypt Parliament delegation visit
6/7/2017	Email	Mira Resnick, Professional Staff Member, House Foreign Affairs Committee	Egypt Parliament delegation visit
6/7/2017	Email	Algene Sejery, Legislative Assistant, Senator Ben Cardin	Egypt Parliament delegation visit
6/7/2017	Email	Kerry McBride, Legislative Assistant, Rep. Adam Schiff	Egypt Parliament delegation visit
6/7/2017	Email	Michael Turner, Policy Advisor, Rep. Adam Smith	Egypt Parliament delegation visit
6/7/2017	Email	Liz Leibowitz, Legislative Assistant, Rep. Nita Lowey	Egypt Parliament delegation visit
6/9/17	Email	Paige Kerr, Scheduler, Senator John Cornyn	Egypt Parliament delegation visit
6/9/17	Email	Don Bergin, Military Legislative Assistant, Senator John Cornyn	Egypt Parliament delegation visit
6/12/17	Email	Jessica Roxburgh, Legislative Assistant, Congressman Dana Rohrabacher	Congressional Egypt Caucus
6/12/17	Email	Todd Womack, Chief of Staff, Senator Bob Corker	Egypt Parliament delegation visit
6/12/17	Email	David Kinzler, Professional Staff Member, Senator Foreign Relations Committee	Egypt Parliament delegation visit

6/21/17	Email	David Kinzler, Professional Staff Member, Senator Foreign Relations Committee	Egypt hearing	
6/21/17	Email	Paul Grove, Chief Clerk, Senate Approps, State, Foreign Operations Subcommittee	Egypt hearing	
6/21/17	Email	Matt Rinkunas, Legislative Director, Senator Lindsey Graham	Egypt hearing	
6/28/2017	Email	Sean Gard, Chief of Staff, Congresswoman Gwen Moore	MECEA - Egypt	
6/29/17	Email	Doug Coutts, Chief of Staff, Senator Tom Cotton	Meeting request	
7/7/2017	Email	Sophia LaFargue, Chief of Staff, Rep. Gregory Meeks	Meeting request	
7/7/2017	Call	John McCarthy, Chief of Staff, Rep. Brendan Boyle	Meeting request	
7/7/2017	Call	Kelsey Moran, Legislative Director, Rep. Lois Frankel	Meeting request	
7/7/2017	Call	Ricky Le, Chief of Staff, Rep. Eric Swalwell	Meeting request	
7/7/2017	Call	Janice Bashford, Legislative Director, Rep. Karen Bass	Meeting request	
7/7/2017	Call	Ben Thomas, Legislative Director, Rep. Joaquin Castro	Meeting request	
7/7/2017	Call	Matt McMurray, Legislative Assistant, Rep. Robin Kelly	Meeting request	

7/27/2017	Meeting Conversation	Clifton Williams, Legislative Director, Rep. Marcia Fudge	General
7/27/2017	Meeting Conversation	Keenan Reed, Deputy Chief of Staff, Rep. Donald McEachin	General
7/31/2017	Meeting Conversation	Ernie Jolly, Legislative Director, Rep. Gregory Meeks	General



**Cassidy & Associates**  
**Registration No. 6272**

**Attachment**

**15(a) Disbursements – Monies**

**Arab Republic of Egypt**

<b>Expense Category</b>	<b>Amount</b>
<b>Meals – Client</b>	<b>\$80.00</b>
<b>Taxis</b>	<b>\$216.95</b>
<b>Professional Services</b>	<b>\$30,000.00</b>
<b>TOTAL</b>	<b>\$30,296.95</b>

**Cassidy & Associates**  
**Registration No. 6272**

**Attachment**

**15 (C) Disbursements – Political Contributions**

<b>Date of Contribution</b>	<b>Amount</b>	<b>Political Organization/Candidate</b>	<b>Location</b>
1/17/2017	\$1,250.00	National Republican Senatorial Committee	Washington, D.C.
2/13/2017	\$5,000.00	Alamo PAC (Senator John Cornyn)	Washington, D.C.
2/27/2017	\$1,000.00	All for Our Country Leadership PAC (Catherine Cortez Masto)	Washington, D.C.
2/28/2017	\$625.00	National Republican Senatorial Committee	Washington, D.C.
3/6/2017	\$1,000.00	McCaskill for Missouri	Washington, D.C.
3/15/2017	\$900.00	Martin Heinrich for Senate	Washington, D.C.
3/15/17	\$1,000.00	National Republican Senatorial Committee	Washington, D.C.
3/20/2017	\$1,000.00	Jacky Rosen for Congress	Washington, D.C.
3/22/2017	\$2,000.00	Joe Manchin for Senate	Washington, D.C.
3/31/2017	\$1,000.00	Ruben Kihuen for US Congress	Washington, D.C.
4/21/2017	\$1,875.00	National Republican Senatorial Committee	Washington, D.C.
5/7/2017	\$500.00	Senator Dan Sullivan	Washington, D.C.
5/9/2017	\$1,000.00	Bob Casey for Senate	Washington, D.C.
5/12/17	\$2,000.00	Jon Tester for Montana	Washington, D.C.
5/17/17	\$2,000.00	Tammy Baldwin for Senate	Washington, D.C.
5/22/17	\$500.00	Long for Congress (Billy Long)	Washington, D.C.
6/6/2017	\$500.00	FutureForum PAC	Washington, D.C.
6/8/2017	\$1,000.00	Ed Markey for US Senate	Washington, D.C.
6/13/2017	\$1,000.00	Jacky Rosen for Congress	Washington, D.C.
6/15/2017	\$100.00	Rep. Brendan Boyler	Washington, D.C.
6/26/17	\$250.00	The Markey Committee (Edward Markey)	Washington, D.C.
6/27/2017	\$500.00	Alaskans for Dan Sullivan	Washington, D.C.
7/14/2017	\$150.00	Rep. Stephanie Murphy	Washington, D.C.
7/26/2017	\$50.00	Candidate Jason Crow	Washington, D.C.